

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	
)	
)	

**NOTICE OF SUBMISSION OF BLACKLINES OF EXHIBITS 5 AND 6 TO JOINT
PLAN OF REORGANIZATION**

Please take notice that the above-captioned debtors (the “Debtors”), together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants’ Representative (collectively the “Plan Proponents”), hereby submit blacklines of (1) Exhibit 5 to the Joint Plan (the Schedule of Settled Asbestos Insurance Companies Entitled to § 524(g) Protection), and (2) certain schedules to Exhibit 6 to the Joint Plan (the Asbestos Insurance Transfer Agreement) to reflect updates to Exhibits 5 and 6 described in the Notice of Submission of Conformed Joint Plan as of December 23, 2010, which has been filed contemporaneously herewith. Clean copies of Exhibits 5 and 6 (including the schedules to Exhibit 6) are being filed as part of the conformed Joint Plan as of December 23, 2010.

Dated: February 21, 2011

Respectfully submitted,

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